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RECORDATION NO.

25765-A  
FILED

SEP 13 '05

2-46 PM

SURFACE TRANSPORTATION BOARD

lgitomer@dc.bjllp.com

September 13, 2005

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment and Assumption Agreement, a secondary document, dated as of September 6, 2005. The primary document to which this is connected is recorded under Recordation No. 25765. We request that one copy of this document be recorded under Recordation No. 25765-A.

The names and addresses of the parties to the Memorandum of Assignment and Assumption Agreement are:

Assignee:

LaSalle National Leasing Corporation  
One West Pennsylvania Avenue, Suite 1000  
Towson, MD 21204

Assignor:

The David J. Joseph Company  
300 Pike Street  
Cincinnati, OH 45202-4214

A description of the equipment covered by the Memorandum of Assignment and Assumption Agreement consists of 115 woodchip hopper cars numbered WVCX 3200-3254, inclusive, 3700-3714, inclusive, and 3716-3760, inclusive.

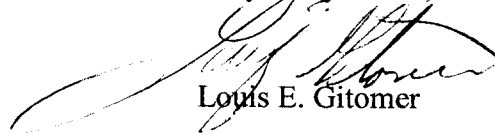
Honorable Vernon A. Williams  
September 13, 2005  
Page 2

A fee of \$ 33.00 is enclosed. Please return the original to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Assignment and Assumption Agreement between LaSalle National Leasing Corporation, One West Pennsylvania Avenue, Suite 1000, Towson, MD 21204, and The David J. Joseph Company, 300 Pike Street, Cincinnati, OH 45202-4214, covering 115 woodchip hopper cars numbered WVCX 3200-3254, inclusive, 3700-3714, inclusive, and 3716-3760, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

SEP 13 '05

2-46 PM

**MEMORANDUM OF  
ASSIGNMENT AND ASSUMPTION AGREEMENT**

SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of September 6, 2005 by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation ("Assignor") and **LASALLE NATIONAL LEASING CORPORATION**, a Delaware corporation ("Assignee").

**WITNESSETH:**

1. Assignor has sold, assigned and transferred to Assignee that certain Railroad Equipment Lease dated May 23, 2005, and amended by Amendment No. 1 dated August 25, 2005, between Assignor, as Lessor, and MeadWestvaco Corporation, as Lessee, for one hundred fifteen (115) railcars bearing the railroad reporting markings set forth on Schedule I ("Lease") pursuant to that certain Purchase and Sale Agreement dated as of September 6, 2005 between Assignor, as Seller and Assignee, as Buyer (the "Agreement").
2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth below and shall be subject to the Lease Term, as defined in the Lease.
3. Pursuant to the Agreement, Assignee has assumed all of Assignor's rights, title, interest and obligations (except those obligations expressly retained by Assignor under the terms of the Agreement), in, to and under the Lease and the railcars.

**THE REMAINDER OF THIS PAGE PURPOSELY LEFT BLANK**

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of the Closing Date specified in Purchase and Sale Agreement by and between Assignor and Assignee dated as of September 6, 2005.

**THE DAVID J. JOSEPH COMPANY**

By: 

Name: James H. Goetz

Title: Executive Vice President & CFO

**LASALLE NATIONAL LEASING CORPORATION**

By: 

Name: THOMAS M. JASCHIK

Title: GROUP SENIOR VICE PRESIDENT

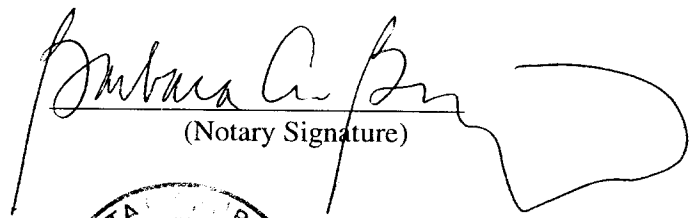
STATE OF OHIO                    )  
  ) SS:  
COUNTY OF HAMILTON        )

On this 6<sup>th</sup> day of September, 2005, before me the subscriber, Barbara A. Brzezicki, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named James H. Goetz, to me personally known, who stated and acknowledged that he is the Executive Vice President & CFO of The David J. Joseph Company, a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 6<sup>th</sup> day of September, 2005.

My commission expires:

February 20, 2006

  
(Notary Signature)



BARBARA A. BRZEZICKI  
Notary Public, State of Ohio  
My Commission Expires  
February 20, 2006

STATE OF Maryland )  
COUNTY OF Baltimore ) SS:

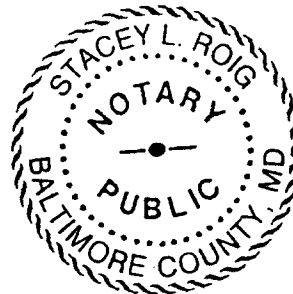
On this 12th day of September, 2005, before me the subscriber, Stacey L. Roig, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Thomas M. Jaschik, to me personally known, who stated and acknowledged that he/she is the Group Sr. V.P. of LaSalle National Leasing Corporation, a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his/her capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he/she has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 12th day of September, 2005.

Stacey L. Roig  
(Notary Signature)

My commission expires:

August 4, 2009



**SCHEDULE I  
TO  
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

**CARS**

One hundred fifteen (115) railcars bearing reporting marks:

WVCX 3200 – WVCX 3254, inclusive

and

WVCX 3700 – WVCX 3714, inclusive

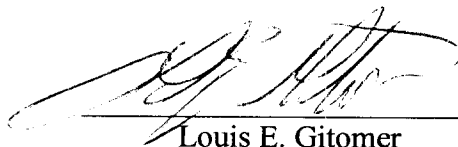
and

WVCX 3716 – WVCX 3760, inclusive

**LEASE:** Dated May 23, 2005 between The David J. Joseph Company and MeadWestvaco Corporation as amended by Amendment No. 1 dated August 25, 2005.

# CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Memorandum of Assignment and Assumption Agreement dated as of September 6, 2005, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in black ink, appearing to read "L. E. Gitomer", is written over a horizontal line.

Louis E. Gitomer  
September 13, 2005